

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
VICTORIA DIVISION**

<b>In re:</b>  <b>LACK'S STORES, INC., <i>ET AL.</i>,<sup>1</sup></b>  <b>Debtors.</b>	§ § § § §	<b>Case No. 10-60149 (JB)</b>  <b>Chapter 11</b> <b>(Jointly Administered)</b>
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**ORDER GRANTING APPLICATION FOR THE RETENTION AND  
EMPLOYMENT OF CONWAY MACKENZIE, INC. AS FINANCIAL  
ADVISORS FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

[Related to Dkt. No. \_\_\_\_]

The Court has considered the *Application for Order Authorizing the Retention and Employment of Conway Mac Kenzie, Inc. as Financial Advisors for the Official Committee of Unsecured Creditors* (the "Application")<sup>2</sup> filed by the Official Committee of Unsecured Creditors (the "Committee") of the above-captioned debtors (the "Debtors"). The Court finds that (a) it has jurisdiction over the matters raised in the Application pursuant to 28 U.S.C. § 1334(b), (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (c) proper and adequate notice of the Application and hearing thereon has been given and that no other or further notice is necessary, and (d) good and sufficient cause exists for the granting of the relief requested in the Application, after having given due deliberation upon the Application and all of the proceedings had before the Court in connection with the Application. Based upon the Application and the Affidavit of John T. Young, Jr., the Court further finds that Conway MacKenzie, Inc. holds or represents no interest adverse to the Debtors, their estates, or the

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<sup>1</sup> The Debtors and the last four digits of their tax identification numbers are Lack's Stores, Incorporated (6528), Merchandise Acceptance Corporation (0972), Lack's Furniture Centers, Inc. (9468), and Lack Properties, Inc. (8961).

<sup>2</sup> Capitalized terms not defined herein shall have the meaning given to them in the Application.

Committee, that it is disinterested, and that its employment is in the best interests of the estates.

Therefore, it is

**ORDERED** that the Application is **GRANTED**. It is further

**ORDERED** that, pursuant to 11 U.S.C. § 328, the Committee is authorized to employ and retain Conway MacKenzie, Inc. as its financial advisors effective *nunc pro tunc* to December 9, 2010. It is further

**ORDERED** that Conway MacKenzie, Inc. shall be compensated in accordance with the procedures set forth in 11 U.S.C. §§ 330 and 331, any applicable Federal Rules of Bankruptcy Procedure, the Local Rules of this District, the Guidelines established by the U.S. Trustee, and any procedures as fixed by further order of this Court. It is further

**ORDERED** that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

SIGNED THIS \_\_\_\_ day of \_\_\_\_\_, 2011.

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**Jeff Bohm**  
**United States Bankruptcy Judge**